

WEIL GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
-----X	

STIPULATION AND ORDER REGARDING AMENDMENT TO CLAIMS

Lehman Brothers Holdings Inc. ("LBHI"), as Plan Administrator (the "Plan Administrator") pursuant to the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors (the "Plan") for the debtors in the above referenced chapter 11 cases, and ABN AMRO Bank (Stichting Pensioenfonds van de) ("ABN AMRO"), Trafalgar House ("TRAF") and BAA Pension Trust Company Ltd. ("BAAA," and together with ABN and TRAF, the "Claimants," and the Claimants collectively with the Plan Administrator, the "Parties"), hereby stipulate and agree as follows:

RECITALS:

A. On November 2, 2009, the Claimants filed separate proofs of claim against LBHI. ABN AMRO filed a proof of claim, which was assigned claim number 62809 by the court-approved claims agent (the "Claims Agent"), asserting a claim in the amount of \$24,483,500.00 (such claim, the "Original ABN AMRO Claim"). TRAF filed a proof of claim,

which was assigned claim number 62811 by the Claims Agent, asserting a claim in the amount of \$3,000,000 (such claim, the “Original TRAF Claim”). BAAA filed a proof of claim, which was assigned claim number 62812 by the Claims Agent, asserting a claim in the amount of \$11,657,100.00 (such claim, the “Original BAAA Claim,” and collectively with the Original ABN AMRO Claim and the Original TRAF Claim, the “Original Claims”).

B. On December 6, 2011, the Court entered an order confirming the Plan [ECF No. 23023] (the “Confirmation Order”). The Effective Date (as defined in the Plan) occurred on March 6, 2012. Pursuant to the Plan, the Plan Administrator is authorized to control and effectuate the claims reconciliation process with respect to claims filed against LBHI.

C. On March 12, 2012, Claimants filed other proofs of claim against LBHI to amend and supersede the Original Claims (respectively, the “Amending ABN AMRO Claim,” the “Amending TRAF Claim,” and the “Amending BAAA Claim,” and collectively, the “Amending Claims”). The Amending ABN AMRO Claim, filed by ABN AMRO to amend and supersede the Original ABN AMRO Claim, asserts a claim of \$24,327,551.09 and was assigned claim number 68048 by the Claims Agent. The Amending TRAF Claim, filed by TRAF to amend and supersede the Original TRAF Claim, asserts a claim of \$2,983,773.82 and was assigned claim number 68050 by the Claims Agent. The Amending BAAA Claim, filed by BAAA to amend and supersede the Original BAAA Claim, asserts a claim of \$11,532,886.58 and was assigned claim number 68049 by the Claims Agent.

D. Pursuant to the Confirmation Order, after the Effective Date, a proof of claim may not be filed or amended without the authority of the Court.

E. The Plan Administrator has reviewed the Amending Claims and the documentation in support thereof and, because the Amending Claims are asserted in amounts

lower than the Original Claims, the Plan Administrator consents to the filing of the Amending Claims.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED BY AND BETWEEN THE PARTIES, AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. Upon entry of this Order by the Court, the filing of the Amending Claims shall be authorized, and the Original Claims shall be disallowed and expunged. The Claims Agent shall update the claims registry accordingly.

2. The rights of the Plan Administrator to object to the Amending Claims on any ground other than the timing and method of filing are expressly preserved and unaffected by this Order.

3. This Order contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto.

4. This Order shall be binding upon and inure solely to the benefit of the Parties hereto and their respective successors and assigns. Nothing contained herein, express or implied, is intended to or shall confer upon any other person or entity any legal or equitable right, benefit, or remedy of any nature whatsoever under or by reason of this Order.

5. Each person who executes this Order represents that he or she is duly authorized to do so on behalf of the respective Party or Parties hereto and that each such party has full knowledge and has consented to this Order.

6. This Order may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Order to present any copy, copies, electronic copies, or facsimiles signed by the Parties hereto to be charged.

7. This Order shall be governed by and interpreted in accordance with the laws of the state of New York, except to the extent that the Bankruptcy Code applies, without regard to principles of conflict of laws that would require the application of laws of another jurisdiction.

[Remainder of Page Intentionally Left Blank]

8. This Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation, Agreement and Order.

Dated: March 16, 2012
New York, New York

/s/ Douglas B. Rosner, Esq.
Douglas B. Rosner, Esq.

GOULSTON & STORRS, P.C.
400 Atlantic Avenue
Boston, Massachusetts 02110
Telephone: (617) 574-4112

Attorneys for ABN AMRO Bank (Stichting
Pensioenfond van de), Trafalgar House and BAA
Pension Trust Company Ltd.

Dated: March 16, 2012
New York, New York

/s/ Robert J. Lemons
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

SO ORDERED:

Dated: New York, New York
March 23, 2012

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge